

From: John Altorelli [<mailto:john@aequumlaw.com>]
Sent: Thursday, October 12, 2017 7:29 PM
To: Hoffman, Jeffrey C.
Subject: RE: Parmar Emails

Jeff,

Thanks for the information below. As you can imagine, it will be some time before we can verify the veracity of anything that Mr. Parmar tells you or anyone else. Until such time, I have asked that the domain remain in a “frozen” state until an appropriate determination can be made as to the history, ownership, custody and the like. If we can’t unravel it, then we may need to seek judicial assistance, but let’s leave that for another conversation.

On Paul’s proposal, it needs much more clarity and substance before we can bring it to the stakeholders for consideration. I thought that Paul was going to send us a written offer with proof of funds to support the offer. As you well know, Paul has made numerous claims and proposals that have proven to be meritless. Given the situation, you can imagine that all of our efforts are focused on ensuring the survival of Constellation. I am happy to devote resources if Paul has a viable proposal that will assist our efforts on behalf of Constellation and its stakeholders.

I am available to discuss at your convenience. 917-664-6607.

Regards,
John

From: Hoffman, Jeffrey C. [<mailto:jhoffman@windelsmarx.com>]
Sent: Thursday, October 12, 2017 6:33 PM
To: John Altorelli <john@aequumlaw.com>
Subject: FW: Parmar Emails

John, See below. Also I am waiting to hear from you re: if there is interest in the offer. Thanks

From: Hoffman, Jeffrey C.
Sent: Thursday, October 12, 2017 5:53 PM
To: 'timothy.dragelin@fticonsulting.com'; 'john.west@troutman.com'
Subject: Parmar Emails

Pursuant to yesterday’s conversation concerning Paul’s emails, I thought it would be helpful to explain the genesis of the email domain and its ownership.

Constellation Health Investments (“CHI”) registered the domain name “Constellation Health Group” in 2013; well before Constellation Healthcare Technologies, Inc. (CHT) was incorporated for the IPO in late 2014. CHI is a shareholder of Constellation Health, LLC (CH) and is totally separate entity from CHT. There are also two (2) other private Constellation

entities affiliated with Paul that were shareholders in Orion; Constellation Health Group LLC and Constellation Health LLC. All three (3) entities were created in May 2013 and were shareholders of Orion and that is when Paul set up the private Constellation domain. CHT did not exist in 2013 and was set up in late 2014 for the IPO. Before CHT HoldCo was set up for the go private transaction, CHT was the holding company, Orion the operating entity and all acquired businesses were subsidiaries of Orion.

Initially both Sarah Reinsch and Paul were the only individuals who used the Constellation email ID. Sarah was Paul's girlfriend at the time and assisted Paul from time to time on personal matters and at CHI. Paul also enlisted the assistance of Dan Dickens from Orion to help Paul manage some administrative functions with the private domain. As evidenced by attachment 1, it was clear that Dan was helping Paul in a personal capacity and that his help was not part of his official duties at Orion. Sarah and Paul were the only users of a Constellation email ID for the period May through July 2013.

Subsequently, in or about August 2013, Tomer Vardi, a personal friend of Paul's and an investor in CHI assisted Paul from time to time on shareholder and CHI matters. He is not an employee. Tomer was granted the email ID in August 2013.

The name "Constellation" is not a part of the operating entity in the United States. All clients deal with Orion and all employees are employees of Orion. Constellation does not appear on letterhead used by employees.

From August 2013 to July 2015, no one else was given a Constellation email ID until Sam Zaharis was given one. In July 2015, Sam was given an Orion email ID for work purposes so like Paul, he has both an Orion email ID and a Constellation email ID. Sam used his Constellation email ID for investor and shareholder matters and correspondence.

Likewise Ravi Chivukula also had two (2) email ID's. He used the email ID Constellation for shareholder and investor relation matters and Orion email ID for his day to day work activities.

Dana Lord, Paul's girlfriend who did not work at Orion, was also given a Constellation email ID in late 2015.

In June 2016, as part of the CC Capital transaction, Ted Brindamour and Salil Sharma, two (2) non-Orion employees were also given Constellation email ID's for the purposes of interacting with the overall deal team.

Arvind Walia and Melodie Kraljev employees of Orion Healthcorp also obtained Constellation email IDs in 2016 specifically for the purposes of corresponding with CC Capital for the transaction as Paul did not want Orion Healthcorp employees knowing about the transaction before it was finalized.

Other than having been a public company on the AIM exchange in London the Constellation domain is not located nor housed nor hosted on any Orion computer or server.

I hope the above description clearly shows that the domain name Constellation Health Group came into existence long before the companies went public and before the public company was taken private. It is clearly not owned by either Orion nor CC Capital. As Paul notified you some weeks ago, it is his private email domain and should be returned to him so that he may have access to it. Additionally, he never gave permission to anyone to change the codes so that anyone other than himself or the people to whom he gave email ID's could read any of the emails on the domain and/or send any emails from the domain.

Please review US Code 18 §2701 and NYS Penal Code Article 156 and specifically §§156.05, 156.10 and 156.35.

If you have any further questions on this issue, please feel free to inquire.

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